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ABSTRACT

This report makes recommendations concerning the composition, structure and functioning of the Board of Trustees of Columbia University. It also reviews the responsibilities of the Trustees which include: (1) examining and affirming the purpose and goals of the University; (2) appointing the President; (3) developing new sources of financial support; (4) reviewing with the President the organization and structure of the University; (5) seeking, on a continuing basis, indicators of the quality of education at the University; (6) seeing that the University provides through the President an environment which facilitates learning; (7) concern for the impact of their decisions on relations with alumni; and (8) concern for the surrounding local community, and federal, state and city governments. The report recommends certain changes in the terms and selection of Trustees, the membership of certain committees, and the establishment of special committees empowered to act for the Trustees. (AF)

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Columbia University in the City of New York | *New York, N.Y. 10027*

SPECIAL COMMITTEE OF THE TRUSTEES

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November 5, 1969

FOURTH INTERIM REPORT

To the Trustees of Columbia University:

This Fourth Interim Report of the Special Committee of the Trustees makes recommendations concerning the composition, structure and functioning of the Trustees. Appropriate resolutions amending the By-Laws of the Trustees to implement these recommendations will be prepared by the Committee on Legal Affairs and submitted for adoption as soon as practicable.

In its First Interim Report the Committee committed itself to a restudy of such matters as criteria for selection; methods of nomination; structure and composition of the standing committees through which the ordinary business of the Trustees is conducted; and proposals for greater Trustee participation in University-wide standing or ad hoc committees, advisory councils and the like, in order to increase Trustee liaison with other university groups.

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In developing the recommendations presented in this Report the Committee has discussed them with the Trustees as a body and has polled the Trustees individually. Their response has shown a high consensus and approval. The Committee was assisted by the report of the consultant firm of Cresap, McCormick and Paget, Inc., made possible by a generous contribution from the Robert Earll McConnell Foundation.

Trustees of private universities in the United States have extensive powers and responsibilities over the development of higher education. The manner in which this power is exercised and the effectiveness with which responsibilities are met have been subjects of widespread discussion. Studies and reports on the role of a university board of trustees are numerous. Ultimately, however, it is the responsibility of each board to determine the manner in which it will conduct its affairs and fulfill its obligations to the institution over which it has jurisdiction.

The responsibilities laid upon Columbia's Trustees by the University's Charter are fulfilled if they direct and prescribe the course of study and the discipline to be observed in the University, select a President and professors and other officers to assist the President in the government and education of the students in the University, grant honors and degrees and serve as stewards over the

property confided to their care. Such charges, however, do not define the type of institution to be maintained or the manner in which its affairs are to be conducted. Trustees meet their greatest challenge in these two areas for which the Trustees are ultimately responsible.

The most recent review of the role of the Trustees of Columbia University was made by a Special Trustees Committee chaired by William S. Paley. Its excellent report dated November 4, 1957 placed the Trustees in historical context and made specific suggestions about composition and procedures that were considered timely. The study was exhaustive and its basic conclusions have enduring validity. The Paley Report noted that in 1892 the Trustees had made a substantial delegation to the President and faculty of responsibilities for the academic organization and operation of the University through the organization of a University Council. Much has happened in the world since the time of the Paley Report and particularly in the world of higher education. The areas of delegation have been extended as time has passed. At Columbia the University Council has been succeeded by a University Senate established in accordance with the recommendations of this Committee as outlined in its Third Interim Report dated May 12, 1969.

Drawing heavily upon the conclusions of the Paley Report, and considering developments since its publication, the Committee believes

it is appropriate at this time to outline its views as to the responsibilities of the Trustees.

(1) The Trustees should examine and affirm the purposes and goals of the University. By necessity the mission and practices of the University will undergo evolutionary modifications. The Trustees should continually examine the changing priorities which in part grow out of expressions developed within the University. The Committee hopes that the University Senate will be an effective mechanism for the coalescence and communication of such expressions.

(2) The single most important decision of the Trustees is the appointment of the President of the University. The Trustees must rely upon the President to guide the University in carrying out its goals and to act as Chief Executive Officer of the University. Since the President must be looked to for leadership by faculty, administration, students and alumni, the Trustees should be and are concerned with the participation of these elements in his selection.

(3) The Trustees have responsibility for development of new sources of financial support as well as exercising

good stewardship in the utilization of existing resources. The Trustees must make certain that a proper balance is maintained between the aspirations of faculty, administration and students and the realistic assessment of available funds.

(4) The Trustees should review from time to time with the President the organization and structure of the University. The Trustees should approve the form and structure which in their judgment would best utilize the talents of administration, faculty and students in the governance of the University and in the development of academic programs and support services. In so doing, however, they should not become directly involved in administering the University or in developing academic curricula.

(5) The Trustees should work through the President in seeking on a continuing basis indicators of the quality of education at the University. The Trustees should receive an annual written report by the President on the "State of the University" and by the Deans on the state of their Schools or Faculties.

(6) The Trustees should see that the University provides through the President an environment which facilitates

learning. Concern for the quality of the environment includes a concern for facilities; it also includes a concern for other less tangible aspects of campus life, such as communication among the various units of the University and a sense of unity despite divergencies of interest. The Trustees should do their best to ensure that these conditions will be consciously sought as objectives by administration, faculty and students in the continuing process of decision-making.

(7) The Trustees should be concerned with the impact of their decisions on relations with alumni.

(8) The Trustees should also be concerned with the legitimate interests of the Morningside and Harlem communities, and the federal, state and city governments.

Profound changes, occurring at unprecedented rates in society at large, inescapably impinge upon the University. The Trustees must remain sensitive and flexible in dealing with the effects of change. They must have knowledge and insights about Columbia and also its relations to society. By establishing the University Senate, the Trustees have acknowledged the validity and the acceptance of participation of students and other specified members of the University, together with administration and faculty, in the governance of the University at the University-wide level.

Columbia's Charter provides for twenty-four Trustees and constitutes them as a body corporate with "continual succession for ever hereafter." In 1909 the Trustees amended their By-Laws to provide for six alumni to serve as Trustees for a six-year term. To avoid amending the Charter, the By-Laws of the Trustees provide that postdated resignations effective six years hence must be submitted by each Alumni Trustee prior to his election.

On May 13, 1969 the Trustees amended their By-Laws to provide for the nomination of six Trustees through a process of working with the Executive Committee of the University Senate. At that time no term was provided for such Trustees. The Committee recommends that the Trustees nominated in accordance with this procedure should be elected for a non-renewable six-year term. Such Trustees would be eligible to be reelected by the Board for one additional consecutive six-year term.

The Committee recommends certain changes in the term and selection of the remaining Trustees. The present descriptive term "Life Trustee" should be eliminated and such Trustees should serve for an initial six-year term. Those Trustees may be reelected for one consecutive six-year term by the Board.

The Committee recommends that the limitation of the terms of Trustees should be accomplished by the adoption of a procedure of

postdated resignations similar to that of Alumni Trustees.

The Committee saw no reason to seek to change the existing provisions in the By-Laws (dating from 1909) for the nomination of six alumni to serve for a non-renewable six-year term. Alumni Trustees would remain eligible to be elected by the Board for an additional term. This Committee has been advised that the Alumni Federation will recommend that Section 14.8 of the By-Laws of the Trustees be amended to delete the provision restricting the nomination of an Alumni Trustee to an alumnus who has held a Columbia University degree for at least ten years. The elimination of this ten-year rule will permit the Alumni Federation to nominate younger men as Trustees. The Committee is cognizant that this recommendation should be initiated by the Alumni Federation.

The President of the University should continue to be a Trustee and his term as Trustee should be concurrent with his term as President. The Committee saw no compelling reason to change Columbia's historical practice of having the President as a Trustee.

The present retirement age of 72 for all Trustees should remain in effect.

Although the present Life Trustees cannot legally be affected by any action taken on the recommendations of this Committee, the

Life Trustees themselves indicated to this Committee by ballot that they should not be exempt under a "grandfather clause" from limitation of their term. The Committee recommends that the present Life Trustees, on dates chosen by them individually, should become term Trustees to serve for the initial term of six years and should be eligible for reelection in the same manner as other term Trustees subject to the mandatory retirement age of 72. The Committee does not advise or encourage immediate resignations by all Life Trustees. The Committee foresees that through naturally occurring vacancies and resignations practically all Life Trustees will become term Trustees within a reasonable time.

The adoption of the Committee's recommendation will result in six Trustees being nominated by the Alumni Trustee Nominating Committee, six Trustees being nominated working with the Executive Committee of the University Senate and twelve Trustees being nominated by the Board. The Committee's recommendation of term Trustees encompasses the concept that one-sixth of the Trustees should be elected annually (one Alumni Trustee, one Trustee nominated working with the Executive Committee of the Senate and two Trustees nominated by the Board). In order to have these vacancies occur annually, the terms of the Trustees so nominated must terminate sequentially and simultaneously. This position would be reached after the transition period.

The Committee has recommended the adoption of six-year terms to provide for an orderly and regular turnover in the membership of the Trustees and for regular infusions of new ideas and viewpoints on matters before the Trustees. The Committee is cognizant that individuals who will be elected have equally important outside interests, and it does not wish to impose an open-end commitment on a person so elected. A six-year term also encourages the Trustees to elect younger members.

The reelection of any Trustee should be the responsibility of the entire Board, since it will be in the best position to determine the capabilities of such person from working with him during his initial term.

The Committee recommends certain changes in the committee structure of the Trustees. An Executive Committee, with broad powers to act for the Trustees between meetings, should be established on a permanent basis. The Trustees would retain the power to review actions of the Executive Committee. The Executive Committee should consist of the Chairman and six other Trustees appointed by the Chairman for a one-year renewable term with the approval of the Trustees. Four members would constitute a quorum.

The Committee believes that the Trustees should spend more of their meeting time on the fundamental policy issues facing the University. This cannot be done if the Trustees are faced with a

myriad of routine day by day matters. These matters could best be dealt with by an Executive Committee. In addition, matters requiring Trustees' decision frequently appear between the stated meetings of the Trustees. The proposed Executive Committee would have the power to deal with certain of these matters.

The functions of the Committee on Honors should be assumed by the Executive Committee and the present Committee on Honors should be disbanded. In carrying out its function in determining University honors and prizes, the Executive Committee will expect the advice of the Committee on Honors and Prizes of the University Senate.

As stated before, the Committee believes that it is the responsibility of the Trustees continually to evaluate the overall quality, tone and spirit of all aspects of the University. To assist them in this assessment a standing committee entitled "Committee on the State of the University" should be created.

This committee should meet at suitable intervals with members of administration, faculty and student groups to obtain their views as to their expectations for the University and to develop a sense of the campus. Drawing also on the insights of alumni as well as individuals and groups outside of the University, the Committee should help to ensure that the Trustees will have an understanding

of the quality of the educational performance within the University.

In addition to interim reports on selected matters at meetings of the Trustees, the committee should make such written reports to the Trustees as it deems necessary or advisable and, with the approval of the Trustees, to the University community. In addition, the President should present an annual written report on the state of the University to the Trustees. There should also be annual written and oral reports to the Trustees by the Deans of the Schools and Faculties of the University.

At present the By-Laws of the Trustees provide that the Committee on Nominations shall consist of the President, the Chairman of the Trustees, and the Trustees who from time to time shall be the chairmen of the other standing committees of the Trustees.

The Committee recommends that the Committee on Nominations should be reconstituted. The members of this committee should be elected from among the Trustees on the nomination of the Chairman of the Trustees. It is this committee that will pass upon all nominations to fill vacancies among the Trustees (except Alumni Trustees) and work with the Executive Committee of the University Senate in accordance with the By-Laws of the Trustees in the nomination of six Trustees.

The Committee on Nominations should be encouraged (but without adoption of a special rule) to broaden the range of ages, experience and special capabilities of all Trustees. The Committee on Nominations should be responsible for a program of educating each new Trustee with the present conditions and situations existing at Columbia. It is hoped that this will reduce the period of time which it might take for a new Trustee to become an effective member of the Board. This function becomes more important with the shorter term of Trustees. The responsibilities, commitment and time required of a Columbia Trustee should be stressed in discussions with potential Trustees before making nominations.

The Committee understands that the Trustees cannot and should not be responsible for the day by day administration of the University. Such matters as major changes in the size or composition of the student body, introduction or discontinuance of new disciplines within the curriculum of the University and broad research policies should involve participation of the Trustees, administration and University Senate, prior to final decision by the Trustees. Such matters as changing particular academic courses should not be the specific concern of the Trustees.

Columbia's Trustees have a history of 215 years of devotion and service to the University. The present Trustees are inheritors

of a tradition of eminence and contribution. This report has outlined the many heavy responsibilities for present and future Trustees. The conflicting demands of our times place extraordinary stress upon our University. It is hoped that the recommendations contained in this Report will provide the Trustees with a more effective method of carrying out their responsibilities.

Respectfully submitted,

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